

**DECLARATION OF  
JEANNE O'CONNOR  
EXHIBIT H**

Memo to HR File Submitted by Jeanne O'Connor, VP, CMG

Date: 12/4/06

Re: Conversation with Liz Augustine, re Performance

At her request, I met with Liz Augustine on December 1, 2006, at 1:30 p.m. to elaborate on several performance concerns that were articulated to her by her manager, Cindy Stern on 11/27/06. I advised Liz that we are concerned about the following:

1. Her attendance: 29.5 days off + 7 sick days thus far in 2006. This lack of presence is interfering with our unit's productivity.
2. PTO days are not to be called in on the same day as taken -- as detailed in our unit's written operating guidelines provided to each employee when we were reorganized in May and reviewed at our first staff meeting. Liz recently called in two days -- on 10/31/06 and @ 7:48 a.m. on 11/1/06.
3. Liz called in the day that her remote computer access token expired -- even though we needed to get the RIFL in NY campaign script out to the field and issues were pending with the releasing the Tax Guides to the field (our Retail internal client had raised a concern about Liz's desire not to send the Guides directly to the Lead Coordinators but instead to the Branches). In the wake of business needs, our expectation is that Liz should have made arrangements to come in that day once she realized she could not complete her work at home.
4. RIFL in NY script changes from ACU -- Liz was willing to just take them rather than have the conversation with Brian Venerus to understand/negotiate changes and deliver the best possible product to the field.
5. Liz had been asked by me, at HR's recommendation, when she reported to me in June 2006, to update a Family Medical Leave document for her file. Cindy Stern has also recently asked and, per Cindy, Liz stated that it was on file. To date, a current document is not on file with HR and Liz stated to me on Friday that she had, "an emotional issue" with filling it out. Liz stated that she would speak to HR about it. I asked her to do so by 12/8/06.

I expressed that this level of absenteeism and seeming lack of concern for timely completion of quality work is highly problematic for a unit that has undergone significant change in responsibilities over the past six months. In 2007, we have a list of 19 projects/marketing campaigns that are to be delivered to Retail. This is in addition to Business As Usual (BAU) campaigns that need to be completed. I stated that I need Cindy to hand off BAU campaigns such as Privacy and PCP to a more junior campaign manager -- this being Liz -- with the skill set/capabilities to manage campaigns from data through mail stream, to be reliable and to have complete attention to quality and detail.

Immediate performance improvement action steps were detailed as follows:

1. Attendance -- no further Paid Time Off days off this year; any further days will be unpaid.
2. Speak with Lisa DeRoche regarding FMLA form by 12/8/06.
3. Liz needs to demonstrate a clear concern for work quality and for meeting deadlines and completing assignments, e.g., work must be completed on time, managers are expected to work with Compliance to understand their concerns and arrive at amicable solutions, employees are expected to make every effort to perform their duties as scheduled, e.g., come in to work if computer access at home is not available, etc.